

# iAnthus

**IANTHUS CAPITAL HOLDINGS, INC.  
(THE “CORPORATION”)**

**NOTICE OF THE ANNUAL GENERAL AND SPECIAL MEETING**

**OF ALL HOLDERS OF  
COMMON SHARES  
OF THE CORPORATION**

**TO BE HELD DECEMBER 5, 2019**

**AND**

**MANAGEMENT PROXY CIRCULAR**

**DATED OCTOBER 21, 2019**

**These materials are important and require your immediate attention. If you have questions or require assistance with voting your shares, you may contact the Corporation’s proxy solicitation agent:**

**Laurel Hill Advisory Group**

**North American Toll-Free Number: 1-877-452-7184**

**Collect Calls outside North America: 1-416-304-0211**

**Email: [assistance@laurelhill.com](mailto:assistance@laurelhill.com)**

**YOUR VOTE IS IMPORTANT. PLEASE VOTE YOUR PROXY TODAY.**

# iAnthus

October 21, 2019

Dear Shareholders,

2019 has been a transformative year for iAnthus Capital Holdings, Inc. (“iAnthus” or the “Company”) and we have had strong operating progress. From the historic merger with MPX Bioceutical Corporation (“MPX”) in February 2019, to the increase in market share and revenue generating initiatives across all iAnthus markets, iAnthus is poised for a bright future, including positive EBITDA and cash flow in 2020. A strong balance sheet, good corporate governance and the right team are also keys to our success.

## **Strong Operating Progress**

We recognize the past year has been a frustrating time to be an investor in cannabis and in iAnthus; however, the decline in our share price does not reflect our operational achievements and recent successes:

- ✓ We closed our historic merger with MPX, and integration of the first public-to-public merger in the U.S. cannabis sector is largely complete. The revenue and cost synergies will be evident in 2020;
- ✓ In Florida, from a standing start, the Company has gone from 0% to almost 4% market share, opening nine retail stores this year and made nearly 120,000 square feet of cultivation facilities operational. We are now generating well over US\$1.5 million of revenue per month in this important and rapidly growing state;
- ✓ In several of our key markets, including Massachusetts and the Southwest, we are operating cashflow positive and will achieve this in other key markets later this year and in 2020; and
- ✓ Our wholesale business has been a big success with our THC products now carried in over 170 stores and our CBD for Life products available across the United States.

Overall, we now have 27 open dispensaries, 11 of which have opened in the last 10 months. We are growing in every market in which we operate and we are one of the few multi-state operators (MSOs) that has meaningful revenue and operational infrastructure in multiple states, including Arizona, Florida, Maryland, Massachusetts, and Nevada. 2020 has the potential for multiple states to transform from medical into recreational markets, specifically New York, New Jersey, Arizona, and Florida. We have correspondingly planned the timing of many of our capital investments based on these possible regulatory catalysts.

## **Funding our Growth**

We recently announced a new financing agreement with an existing investor, Gotham Green Partners (“GGP”). GGP is a leading cannabis-focused investment firm with multiple investments across the cannabis value chain. Since first investing in iAnthus in May 2018, GGP has been a meaningful partner in our operating success to date. GGP is backing a financing plan of up to US\$100 million, of which the first closing of US\$20 million occurred on September 30, 2019. The full US\$100 million investment will be used to finance our entire operating plan, which we believe will enable iAnthus to achieve positive EBITDA and deliver sustainable operating cash flows beginning in the second half of next year. We believe that in the current market environment, maintaining an adequate capital base will help insulate iAnthus from market gyrations and may lead to additional strategic opportunities as the U.S. cannabis market evolves.

## Commitment to Good Corporate Governance

Earlier this year we announced that we moved to a single class of stock to better align all shareholders. On October 17, 2019 we took another important step in improving our commitment to good corporate governance. We are very pleased to be nominating Robert M. Whelan Jr., Michael P. Muldowney, Diane M. Ellis, Mark Dowley and Joy Chen, to join our board of directors (“Board”). All proposed directors being nominated are completely independent of all iAnthus officers, directors, affiliates, and major shareholders of the business **(Their biographies are attached in the Company’s Management Proxy Circular dated October 21, 2019)**. Adding these highly qualified individuals to our Board accomplishes one of our primary 2019 objectives of appointing a best-in-class board of directors, that is independent and comprised of highly experienced and proven leaders from across multiple industries.

We are committed to being at the forefront of good corporate governance and maintaining sound governance principles that effectively represent the interests of the Company and its shareholders. Having an independent Board is just the first step. We recognize that our governance practices must evolve regularly, and we continue to monitor advancements in governance practices. To this end, we expect to implement several changes to the Company’s corporate charters in support of this commitment that are designed to meet and exceed the highest standards for corporate governance best practices. Such changes include:

1. Independent Directors: Establishing a diverse Board with a majority of independent directors (five of the Company’s eight proposed directors up for election are independent);
2. Lead Independent Director: Establishing a requirement to nominate a Lead Independent Director;
3. Independent Committees: Constituting compensation, audit, nominating and governance committees comprised solely of independent directors;
4. Committee Criteria Policy: Establishing expertise and other required thresholds for appointment to committees;
5. Business Practices and Policies: Improving diversification, and formally implementing an insider trading and confidentiality policies, among others; and
6. Commitment to Business and Ethical Conduct: Adopting a Whistleblower Policy and Third-Party Independent Hotline mechanism for confidential and anonymous submission of concerns.

## Building the Best Team in Cannabis

In order to be successful in cannabis you need the right assets and you need the right team. In the past year, we have grown Team iAnthus to over 700 employees with tremendous experience in the key elements of success for this industry:

- ✓ In cannabis, we have team members with scores of cannabis cups and other industry awards under their belts;
- ✓ In retail, Beth Stavola and her team pioneered their award-winning retail concepts in Arizona and Maryland;
- ✓ In brand building, our Chief Marketing Officer, Neil Calvesbert developed distribution for Quicksilver (Apparel) in Europe at the start of his career, ultimately growing his region to over US\$30 million in sales before his 21<sup>st</sup> birthday. More recently he led the marketing effort at Monster Energy where his team took sales from US\$1 billion to US\$3 billion of lifestyle brands helping to drive their stock up 4x during his tenure;
- ✓ In operational excellence, our Chief Operating Officer, Pat Tiernan took Stone Brewery, a little-known craft beer maker from southern California to over 50 countries and a top five ranking in the category. Like cannabis, the beer has to be the same in every location; and

- ✓ In financial control and planning, our Chief Financial Officer, Julius Kalcevich has focused on operating and cost efficiency, and has assembled the necessary resources to execute on these drivers to shareholder returns. The operations finance function will continue to underpin our budgeting, forecasting, and cash management. In addition, our M&A team has a proven ability to add footprint, and even more importantly, has successfully integrated over 15 acquisitions in the last 20 months.

As a collective group, we all wake up every day with one focus: to work for you, our shareholders.

### **A Brighter Future Ahead**

As we look toward the future, we are confident we have the assets, the people, and the capital to make iAnthus one of the leaders in the emerging cannabis industry. Our new Board will be highly focused on setting the standards in the industry for governance, human capital management, compensation, retention, regulatory oversight, and transparency. The year ahead will be an exciting one for iAnthus as we continue to expand our operations in existing states and look forward to launching and expanding exciting new initiatives across our platform. The new year promises to bring new opportunities with regulatory changes at both federal and state levels and we are well positioned both operationally and financially to capitalize on those opportunities as they arise.

We thank you for your trust and support.

Sincerely,

A handwritten signature in black ink, appearing to read 'Hadley Ford', written in a cursive style.

Hadley Ford

# iAnthus

**iANTHUS CAPITAL HOLDINGS, INC.**

**Suite 414 - 420 Lexington Avenue**

**New York, NY, 10170, USA**

**Telephone No.: (212) 479-2572**

**Email: [info@ianthuscapital.com](mailto:info@ianthuscapital.com)**

## **NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING**

The annual general and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of the common shares (“**Shares**”) of iAnthus Capital Holdings, Inc. (the “**Corporation**”) will be held at Suite 4400 – 181 Bay Street, Toronto, Ontario, on Thursday, December 5, 2019 at 10:00 a.m. (Eastern Time), for the following purposes:

1. to receive the consolidated financial statements for the Corporation’s financial year ended December 31, 2018 with the report of the auditor of the Corporation thereon (*see pg. 7 of Management Proxy Circular*);
2. to elect directors of the Corporation for the ensuing year (*see pg. 8 of Management Proxy Circular*);
3. to appoint an auditor of the Corporation for the ensuing year (*see pg. 28 of Management Proxy Circular*); and
4. to pass a special resolution approving an amendment of the Corporation’s notice of articles and articles to eliminate the Corporation’s Class A convertible restricted voting shares (“**Class A Shares**”) (*see pg. 28 of Management Proxy Circular*).

Management is not currently aware of any other matters that could come before the Meeting. A Management Proxy Circular accompanies this Notice together with a form of proxy (“**Proxy**”) and a financial statements request form. The Management Proxy Circular contains details of matters to be considered at the Meeting. The Shareholders, may be asked to consider any permitted amendment to or variation of any matter identified in this Notice, and to transact such other business as may properly come before the Meeting or any adjournment thereof.

### **Notice-and-Access Mailing**

The Corporation has elected to use the notice-and-access provisions in section 9.1.1 of National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”) in the case of mailing to registered Shareholders, and section 2.7.1 of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) in the case of beneficial Shareholders (“**Notice-and-Access Provisions**”) for this Meeting. Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that allow a company to reduce the volume of materials to be physically mailed to shareholders by posting the management proxy circular and any additional annual meeting materials online. Shareholders will still receive this Notice of Meeting and the Proxy and may choose to receive a hard copy of the Management

Proxy Circular. The Corporation will not use procedures known as ‘stratification’ in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the management proxy circular to some shareholders with a notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Management Proxy Circular.

Copies of this Notice of Meeting and Management Proxy Circular, as well as the Proxy and the Corporation’s annual financial statements (together the “**Proxy Materials**”), are posted on the Corporation’s website at <https://www.ianthus.com/investors/annual-meeting-materials/2019-shareholder-materials> and are SEDAR filed under the Corporation’s profile at [www.sedar.com](http://www.sedar.com). **Any Shareholder who wishes to receive a printed paper copy of the Management Proxy Circular may contact the Corporation at Suite 2740, 22 Adelaide Street West, Toronto, Ontario, Canada M5H 4E3, Tel: (416) 591-1525 or by email at [info@ianthuscapital.com](mailto:info@ianthuscapital.com).** A Shareholder may also call 1-855-591-1525 (toll-free) to obtain additional information relating to the Notice-and-Access Provisions or to obtain a paper copy of the Management Proxy Circular, up to and including the date of the Meeting, including any adjournment of the Meeting.

To allot reasonable time for a Shareholder to receive and review a paper copy of the Management Proxy Circular and submit their vote prior to **10:00 a.m. (Eastern Time) on December 3, 2019** (the “**Proxy Deadline**”), any Shareholder wishing to request a paper copy of the Management Proxy Circular as described above, should ensure such request is received by **November 21, 2019**. Under the Notice-and-Access Provisions, Proxy Materials must be available for viewing by Shareholders for up to one year from the date of posting and Shareholders may request a paper copy of the materials at any time during this period.

The Management Proxy Circular contains important details of matters to be considered at the Meeting. **Please review the Management Proxy Circular before voting.**

**Shareholders who are unable to attend the Meeting in person and who wish to ensure that their Shares will be voted at the Meeting are asked to complete, date and sign the enclosed Proxy or complete another suitable form of proxy and deliver it in accordance with the instructions set out in the Proxy and in the Management Proxy Circular.**

**A non-registered (beneficial) Shareholder who plans to attend the Meeting must follow the instructions set out in the Management Proxy Circular to ensure that their shares are voted at the Meeting. If you hold your Shares in a brokerage account you are a non-registered (beneficial) Shareholder.**

DATED at Toronto, Ontario, this 21<sup>st</sup> day of October, 2019.

**BY ORDER OF THE BOARD**

*“Hadley Ford”*

**Hadley Ford  
Chief Executive Officer**

<p><b>If you have any questions or need assistance with voting your proxy, please contact Laurel Hill Advisory Group, the proxy solicitation agent, by telephone: 1-877-452-7184 (North American Toll Free) or 1-416-304-0211 (Collect outside North America); or by email: <a href="mailto:assistance@laurelhill.com">assistance@laurelhill.com</a></b></p>
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# iAnthus

## MANAGEMENT PROXY CIRCULAR

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**IANTHUS CAPITAL HOLDINGS, INC.**

**Suite 414 - 420 Lexington Avenue**

**New York, NY, 10170, USA**

**Telephone No.: (212) 479-2572**

**Email: [info@ianthuscapital.com](mailto:info@ianthuscapital.com)**

## **MANAGEMENT PROXY CIRCULAR**

*with information as at October 21, 2019, except as otherwise indicated*

**This Management Proxy Circular (the “Circular”) is furnished in connection with the solicitation of proxies by the management of iAnthus Capital Holdings, Inc. (the “Corporation”) for use at the annual and special meeting (the “Meeting”) of the holders (the “Shareholders”) of Shares to be held on December 5, 2019 at the time and place and for the purposes set forth in the accompanying notice of the Meeting.**

In this Circular, references to “**we**” and “**our**” refer to the Corporation. “**Shares**” means common shares without par value in the capital of the Corporation. “**Registered Shareholders**” means Shareholders whose names have been entered in the registers of Shareholders. “**Non-Registered Shareholders**” means shareholders who do not hold Shares in their own name and “**Intermediaries**” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Non-Registered Shareholders. Unless otherwise specified, references to “**C\$**” are to Canadian dollars and references to “**US\$**” are to US dollars.

## **GENERAL PROXY INFORMATION**

### **Solicitation of Proxies**

The solicitation of proxies will be primarily by mail but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Corporation. The Corporation has also retained Laurel Hill Advisory Group (“**Laurel Hill**”) to assist it in connection with the Corporation’s communications with shareholders. In connection with these services, Laurel Hill is expected to receive a fee of C\$32,500 plus out-of-pocket expenses. The Corporation will bear all costs of this solicitation. We have arranged for Intermediaries to forward the meeting materials to Non-Registered Shareholders and we may reimburse the Intermediaries for their reasonable fees and disbursements in that regard.

### **Notice-and-Access**

Notice-and-Access means provisions concerning the delivery of proxy-related materials to shareholders found in section 9.1.1 of National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”), in the case of Registered Shareholders, and section 2.7.1 of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”), in the case of Non-Registered Shareholders (“**Notice-and-Access Provisions**”), which allow an issuer to deliver a management proxy circular forming part of proxy-related materials to shareholders via certain specified electronic means provided that the conditions of NI 51-102 and NI 54-101 are met.

Notice-and-Access Provisions allow reporting issuers, other than investment funds, to choose to deliver proxy-related materials to registered holders and beneficial owners of securities by posting such materials on a non-SEDAR website (usually the reporting issuer’s website and sometimes the transfer agent’s website) rather than

by delivering such materials by mail. Notice-and-Access Provisions can be used to deliver materials for both general and special meetings. Reporting issuers may still choose to continue to deliver such materials by mail, and beneficial owners will be entitled to request delivery of a paper copy of the management proxy circular at the reporting issuer's expense.

Use of Notice-and-Access Provisions reduces paper waste and printing and mailing costs incurred by the issuer. In order for the Corporation to utilize Notice-and-Access Provisions, the Corporation must send a notice to Shareholders, including Non-Registered Shareholders, indicating that the proxy-related materials have been posted and explaining how a Shareholder can access them or obtain from the Corporation, a paper copy of those materials. This Circular is posted in full on the Corporation's website at <https://www.ianthus.com/investors/annual-meeting-materials/2019-shareholder-materials> and under the Corporation's SEDAR profile at [www.sedar.com](http://www.sedar.com).

In order to use Notice-and-Access Provisions, a reporting issuer must set the record date for notice of the meeting to be on a date that is at least 40 days prior to the meeting in order to ensure there is sufficient time for the materials to be posted on the applicable website and other materials to be delivered to shareholders. The requirements of that notice, which requires the Corporation to provide basic information about the Meeting and the matters to be voted on, explain how a Shareholder can obtain a paper copy of this Circular and any related financial statements and related management discussion and analysis, and explain the Notice-and-Access Provisions process, have been built into the Notice of Meeting. The Notice of Meeting has been delivered to Shareholders by the Corporation, along with the applicable voting document (a form of Proxy (as defined below) in the case of Registered Shareholders or a Voting Instruction Form ("VIF") in the case of Non-Registered Shareholders).

The directors of the Corporation have fixed the close of business on October 21, 2019 (the "**Record Date**") as the record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting. Only Shareholders whose names have been entered in the register of Shareholders as of the close of business on the Record Date will be entitled to receive notice of, and to vote at, the Meeting. In accordance with NI 54-101, the Corporation set the Record Date at least 40 days before the Meeting and filed a notice of the Record Date and the date of the Meeting at least 25 days before the Record Date.

The Corporation will not rely upon the use of 'stratification'. Stratification occurs when a reporting issuer using Notice-and-Access Provisions provides a paper copy of the management proxy circular with the notice to be provided to Shareholders as described above. In relation to the Meeting, all Shareholders will have received the required documentation under the Notice-and-Access Provisions and all documents required to vote in respect of all matters to be voted on at the Meeting. No Shareholder will receive a paper copy of the Circular from the Corporation or any Intermediary unless such Shareholder specifically requests one.

The Corporation will pay Intermediaries, including Broadridge Financial Solutions Inc. ("**Broadridge**"), to deliver proxy-related materials to non-registered shareholders.

**Any Shareholder who wishes to receive a printed copy of this Circular may contact the Corporation at Suite 2740, 22 Adelaide Street West, Toronto, Ontario, Canada M5H 4E3, Tel: (416) 591-1525 or by email at [info@ianthuscapital.com](mailto:info@ianthuscapital.com).** A Shareholder may also call 1-855-591-1525 (toll-free) to obtain additional information relating to the Notice-and-Access Provisions or to obtain a paper copy of this Circular, up to and including the date of the Meeting, including any adjournment of the Meeting.

#### *Request Time Limit*

In order to ensure that a paper copy of the Circular can be delivered to a requesting Shareholder in time for such Shareholder to review the Circular and return a completed form of proxy ("**Proxy**") or VIF prior to the deadline for receipt of proxies at 10:00 a.m. (Eastern Time) on December 3, 2019 (the "**Proxy Deadline**"), it is strongly

suggested that a Shareholder ensure their request is received by the Corporation no later than November 21, 2019.

### **Appointment of Proxyholders**

The individuals named in the Proxy are directors of the Corporation. If you are a Shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than either of the persons designated in the Proxy, who need not be a Shareholder, to attend and act for you on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.

### **Voting by Proxyholder**

The persons named in the Proxy will vote or withhold from voting the Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Shares will be voted accordingly. The Proxy confers discretionary authority on persons named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor, the election of directors and the Amendment Resolution (as defined below),
- (b) any amendment to or variation of any matter identified therein, and
- (c) any other matter that properly comes before the Meeting.

**In respect of a matter for which a choice is not specified in the Proxy, the persons named in the Proxy will vote the Shares represented by the Proxy for the approval of such matter.**

### **Registered Shareholders**

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders may choose one of the following procedures to submit their Proxy:

- (a) complete, date and sign the Proxy and return it to the Corporation's transfer agent, Computershare Investor Services Inc. ("**Computershare**"), by fax within North America at 1-866-249-7775, outside North America at (416) 263-9524, or by mail to 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 or by hand delivery at 3<sup>rd</sup> Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9; or
- (b) use a touch-tone phone to transmit voting choices to the toll free number given in the Proxy. Registered Shareholders who choose this option must follow the instructions of the voice response system and refer to the Proxy for the toll free number, the holder's account number and the proxy access number; or
- (c) log on to Computershare's website at, [www.investorvote.com](http://www.investorvote.com). Registered Shareholders must follow the instructions provided on the website and refer to the Proxy for the holder's account number and the proxy access number.

In either case you must ensure the Proxy is received at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting or the adjournment thereof. Failure to complete or deposit a proxy properly may result in its invalidation. The time limit for the deposit of Proxies may be waived by the Corporation's board of directors (the "**Board**") at its discretion without notice. **Please note that in order to vote your Shares in person at the Meeting, you must attend the Meeting and register with the scrutineer before the Meeting. If you have already submitted a Proxy, but choose to change your method of voting and attend the Meeting to vote, then you should register with the scrutineer before the Meeting and**

**inform them that your previously submitted Proxy is revoked and that you personally will vote your Shares at the Meeting.**

### **Non-Registered Shareholders**

The following information is of significant importance to Non-Registered Shareholders. Non-Registered Shareholders should note the only proxies that can be recognized and acted upon at the Meeting are those deposited by Registered Shareholders (those whose names appear on the records of the Corporation as the registered holders of Shares as at the Record Date) or as set out in the following disclosure.

The Record Date for determination of the Shareholders entitled to receive notice of, and to vote at, the Meeting is October 21, 2019. Only Registered Shareholders whose names were entered in the registers of Shareholders at the close of business on the Record Date (“**Registered Shareholders**”) will be entitled to receive notice of, and to vote at, the Meeting.

**Only Registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most Shareholders of the Corporation are Non-Registered Shareholders because the Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company or other Intermediary through which they purchased the Shares.** More particularly, a person is not a Registered Shareholder in respect of Shares which are held on behalf of that person (the “**Non-Registered Shareholder**”) but which are registered either: (a) in the name of an Intermediary that the Non-Registered Shareholder deals with in respect of the Shares; or (b) in the name of a clearing agency of which the Intermediary is a participant. In Canada, the vast majority of such Shares are registered under the name of CDS & Co. (the registration for the Canadian Depository for Securities, which Corporation acts as nominee for many Canadian brokerage firms). In the United States, the vast majority of such Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Corporation (which acts as depository for many United States brokerage firms and custodian banks).

### *Compliance with Securities Regulation*

***These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, a Non-Registered Shareholder, and the Corporation or its agent has sent these materials directly to you, your name, address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf.***

There are two kinds of Non-Registered Shareholders: Objecting Beneficial Owners (“**OBOs**”) object to their name being made known to the issuers of securities which they own; and Non-Objecting Beneficial Owners (“**NOBOs**”) who do not object to the issuers of the securities they own knowing who they are.

These Meeting Notice and Access materials are being sent to both Registered Shareholders and Non-Registered Shareholders utilizing the Notice-and-Access Provisions. The Corporation is paying to send Meeting Notice-and-Access materials to both NOBOs and OBOs. Non-Registered Shareholders should carefully follow the instructions received from their Intermediary to ensure their Shares are voted at the Meeting.

Intermediaries are required to forward the Meeting Notice and Access materials to Non-Registered Shareholders unless a Non-Registered Shareholder has waived the right to receive them. Intermediaries often use service companies to forward the Meeting Notice and Access materials to Non-Registered Shareholders. Generally, Non-Registered Shareholders who have not waived the right to receive Proxy Materials will either:

- (a) be given a VIF which is not signed by the Intermediary and which, when properly completed and signed by the Non-Registered Shareholder and returned to the Intermediary or its service company, will constitute voting instructions which the Intermediary must follow. Typically, the

VIF will consist of a one page pre-printed form. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”) in Canada and in the United States. Broadridge typically prepares a machine-readable VIF, mails those forms to Non-Registered Shareholders and asks Non-Registered Shareholders to return the forms to Broadridge or otherwise communicate voting instructions to Broadridge (by way of the Internet or telephone, for example). Additionally, the Corporation may utilize Broadridge’s QuickVote™ service to assist eligible Shareholders with voting their shares directly over the phone. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of the Shares to be represented at the Meeting. Sometimes, instead of the one-page pre-printed form, the VIF will consist of a regular printed proxy form accompanied by a page of instructions, which contains a removable label with a bar-code and other information. In order for this form of proxy to validly constitute a voting instruction form, the Non-Registered Shareholder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company; or

- (b) be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of Shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed by the Intermediary. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Shareholder when submitting the proxy. In this case, the Non-Registered Shareholder who wishes to submit a proxy should properly complete the form of proxy and deposit it with Computershare.

In either case, the purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of their Shares. Should a Non-Registered Shareholder who receives either a VIF or a form of proxy wish to attend the Meeting and vote in person (or have another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered Shareholder should strike out the names of the persons named in the form of proxy and insert the Non-Registered Shareholder’s (or such other person’s) name in the blank space provided or, in the case of a VIF, follow the directions indicated on the form. **In either case, Non-Registered Shareholders should carefully follow the instructions of their Intermediaries and their service companies, including those regarding when and where the VIF or the proxy is to be delivered.**

All references to Shareholders in the Proxy Materials are to Registered Shareholders unless specifically stated otherwise.

#### **Notice to Shareholders in the United States**

The Corporation has ceased to be a “foreign private issuer” as defined in Rule 3b-4 of the U.S. Exchange Act of 1934, as amended (the “**Exchange Act**”) and will cease to be eligible to use the rules and forms available to foreign private issuers as of December 31, 2019.

The solicitation of proxies is not subject to the requirements of Section 14(a) of the Exchange Act by virtue of an exemption applicable to proxy solicitations by issuers permitted to use the rules and forms available to foreign private issuers. Accordingly, this Circular has been prepared in accordance with applicable Canadian disclosure requirements. Residents of the United States should be aware that such requirements differ from those of the United States applicable to proxy statements under the Exchange Act.

This document does not address any income tax consequences of the disposition of Shares by Shareholders. Shareholders in a jurisdiction outside of Canada should be aware that the disposition of Shares by them may have tax consequences both in those jurisdictions and in Canada, and are urged to consult their tax advisors with respect to their particular circumstances and the tax considerations applicable to them.

Any information concerning any properties and operations of the Corporation has been prepared in accordance with Canadian standards under applicable Canadian securities laws, and may not be comparable to similar information for United States companies.

If financial statements are included or incorporated by reference herein, they have been prepared in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board, and are subject to auditing and auditor independence standards in Canada. Such consequences for the Shareholders who are resident in, or citizens of, the United States may not be described fully in this Circular.

The enforcement by the Shareholders of civil liabilities under the United States federal securities laws may be affected adversely by the fact that the Corporation is incorporated or organized under the laws of a foreign country, that some or all of their officers and directors and the experts named herein are residents of a foreign country and that the major assets of the Corporation are located outside the United States.

### **Revocation of Proxies**

In addition to revocation in any other manner permitted by law, a Registered Shareholder who has given a Proxy may revoke it by:

- (a) executing a Proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder's authorized attorney in writing, or, if the registered shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to Computershare, or to the Corporation's office at Suite 1500, 1055 West Georgia Street, P.O. Box 11117, Vancouver, British Columbia, V6E 4N7, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law, or
- (b) personally attending the Meeting and voting the Registered Shareholder's Shares.

A revocation of a Proxy will not affect a matter on which a vote is taken before the revocation.

A Non-Registered Shareholder who wishes to revoke their vote should carefully follow the instructions on how to do so provided by their Intermediary, as instructions and timing may vary with each Intermediary.

### **INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON**

Other than as disclosed in this Circular, to the knowledge of management of the Corporation, no informed person of the Corporation, none of the directors or executive officers of the Corporation, no proposed nominee for election as a director of the Corporation, none of the persons who have been directors or executive officers of the Corporation since the commencement of the Corporation's financial year ended December 31, 2018 and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

### **Definition - Informed Person**

For the purposes of this Circular, "informed person" means:

- (a) a director or executive officer of the Corporation;
- (b) a director or executive officer of a person or corporation that is itself an informed person or subsidiary of the Corporation;

- (c) any person or corporation who beneficially owns, directly or indirectly, voting securities of the Corporation or who exercises control or direction over voting securities of the Corporation, or a combination of both, carrying more than 10% of the voting rights attached to all outstanding voting securities of the Corporation, other than voting securities held by the person or corporation as underwriter in the course of a distribution; and
- (d) the Corporation if it has purchased, redeemed or otherwise acquired any of its own securities, for so long as it holds any of its securities.

### **VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES**

The Board has fixed October 21, 2019 as the Record Date for determination of persons entitled to receive notice of the Meeting. Only Shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their respective Shares voted at the Meeting, except to the extent that:

- (a) the Shareholder has transferred the ownership of any such Shares after the Record Date, and
- (b) the transferee produces a properly endorsed Share certificate for or otherwise establishes ownership of any of the transferred Shares and makes a demand to Computershare no later than 10 days before the Meeting that the transferee's name be included in the list of Shareholders in respect thereof.

The Corporation is currently authorized to issue an unlimited number of Shares and an unlimited number of Class A Shares. Both the Shares and the Class A Shares are without par value and carry the right to one vote each, with the exception that the Class A Shares are not entitled to vote for the election of directors. On September 24, 2019, all of the issued and outstanding Class A Shares were converted into Shares on a one-to-one basis. The Shares are listed on the Canadian Securities Exchange (the "CSE") and as of October 21, 2019, the Corporation had 171,643,192 fully paid and non-assessable Shares outstanding and no Class A Shares outstanding.

No group of Shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Shares.

To the knowledge of the directors and executive officers of the Corporation, there are no persons who beneficially owned, directly or indirectly, or exercised control or direction over, Shares carrying more than 10% of the voting rights attached to all outstanding Shares as at October 21, 2019.

### **FINANCIAL STATEMENTS**

The audited financial statements of the Corporation for the year ended December 31, 2018, including the report of the auditor thereon, will be placed before the Meeting. Additional information may be obtained upon request from the CFO and Corporate Secretary of the Corporation at Suite 2740, 22 Adelaide Street West, Toronto, Ontario, Canada M5H 4E3 Tel: (416) 591-1525, or by email at: [info@ianthuscapital.com](mailto:info@ianthuscapital.com). Copies of these documents and additional information are also available on the Corporation's website at <https://www.ianthus.com/investors/annual-meeting-materials/2019-shareholder-materials> and under the Corporation's SEDAR profile at [www.sedar.com](http://www.sedar.com).

### **VOTES NECESSARY TO PASS RESOLUTIONS**

A simple majority of affirmative votes cast at the Meeting is required to pass the ordinary resolutions concerning the election of directors and the appointment of the auditor, as more particularly described herein. In accordance with the articles of the Corporation (the "**Articles**"), not less than 66 2/3% of affirmative votes cast

at the Meeting is required to pass the special resolution concerning the elimination of Class A Shares, as more particularly described herein. If there are more nominees for election as director or appointment of the Corporation's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled all such nominees will be declared elected or appointed by acclamation.

## ELECTION OF DIRECTORS

The term of office of each of the seven (7) current directors will end at the conclusion of the Meeting. Unless the director's office is vacated earlier in accordance with the provisions of the *Business Corporations Act* (British Columbia) (the "BCA"), each director elected will hold office until the conclusion of the next annual general meeting of the Corporation or if no director is then elected, until a successor is elected. At the Meeting, it is proposed that eight (8) directors be elected until the next annual meeting of the shareholders or until their successors are elected or appointed.

The Articles include an advance notice provision (the "Advance Notice Provision") which provides for the requirement of advance notice to the Corporation in circumstances where nominations of persons for election to the Board are made by shareholders of the Corporation other than pursuant to (i) a requisition of a meeting made pursuant to the provisions of the BCA or (ii) a shareholder proposal made pursuant to the provisions of the BCA.

Among other things, the Advance Notice Provision fixes a deadline by which holders of voting shares of the Corporation must submit director nominations to the Corporation prior to any annual general or special meeting of shareholders and sets forth the minimum information that a shareholder must include in the notice to the Corporation for the notice to be in proper written form. The foregoing is merely a summary of the Advance Notice Provision, is not comprehensive and is qualified by the full text of such provision in the Articles, a copy of which is available under the Corporation's SEDAR profile at [www.sedar.com](http://www.sedar.com).

If, as of the date that is 30 days prior to the date of the Meeting, the Corporation has not received notice of a nomination in compliance with the Advance Notice Provision, any nominations for director other than nominations by or at the direction of the Board or an authorized officer of the Corporation will be disregarded at the Meeting.

The following disclosure sets out the names of management's nominees for election as directors, all major offices and positions with the Corporation and any of its significant affiliates each now holds, each nominee's principal occupation (within the last five years, as each is a new director nominee), the period of time during which each has been a director of the Corporation and the number of Shares beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at October 21, 2019.

<b>Nominee Position with the Corporation and Residence</b>	<b>Occupation, Business or Employment<sup>(1)</sup></b>	<b>Period as a Director of the Corporation</b>	<b>Shares Beneficially Owned or Controlled<sup>(1)</sup></b>
Hadley Ford Chief Executive Officer ("CEO"), Director and Chair of the Board New York, USA	Current CEO and Director of the Corporation. Founder, CEO and Board member, ProCure Treatment Centers.	Since August 12, 2016	2,046,500 <sup>(3)</sup>
Randy Maslow President and Director Florida, USA	Current President and Director of the Corporation.	Since August 12, 2016	2,732,500 <sup>(4)</sup>

<b>Nominee Position with the Corporation and Residence</b>	<b>Occupation, Business or Employment<sup>(1)</sup></b>	<b>Period as a Director of the Corporation</b>	<b>Shares Beneficially Owned or Controlled<sup>(1)</sup></b>
Elizabeth Stavola <sup>(5)</sup> Chief Strategy Officer (“CSO”), and Director New York, USA	Current CSO, Corporate Secretary and Director of the Corporation.	Since February 5, 2019	4,224,979 <sup>(5)</sup>
Robert M. Whelan Jr. <sup>(2)</sup> Lead Director Boston, USA	Current President of Whelan & Co and Director of Aspen Technology, Inc.	N/A	50,000
Michael P. Muldowney <sup>(2)</sup> Director Dover, USA	Current CEO of Foxford Capital, LLC and Director of Veritiv Corporation	N/A	6,000
Diane M. Ellis <sup>(2)</sup> Director Estero, USA	Current Director of Stage Stores, Inc.	N/A	0
Mark Dowley Director Greenwich, USA	Current Chairman of DDCD & Partners	N/A	0
Joy Chen Director San Francisco, USA	Current Director of 18 Rabbits	N/A	18,250

Notes:

- (1) The information as to principal occupation, business or employment and the Shares beneficially owned or controlled is not within the knowledge of the management of the Corporation and has been furnished by the respective proposed nominees.
- (2) Proposed member of the Audit Committee.
- (3) Mr. Ford also holds 2,108,175 options to purchase Shares.
- (4) Mr. Maslow also holds 1,941,711 options to purchase Shares.
- (5) Ms. Stavola also holds 1,279,822 options to purchase Shares and 245,964 warrants to purchase Shares.

None of the proposed nominees for election as a director of the Corporation are proposed for election pursuant to any arrangement or understanding between the nominee and any other person, except the directors and officers of the Corporation acting solely in such capacity.

**Biographies of Proposed Nominees**

**Robert M. Whelan Jr.** has an extensive background as an advisor to, investor in and board member of emerging growth companies in the US and Canada. From 1976 until 2001, Mr. Whelan worked in the investment banking industry. In 1999, his company, Volpe Brown Whelan & Company, an investment banking, brokerage and asset management firm, was acquired by Prudential Securities, for which Mr. Whelan served as Vice Chairman of the global technology investment banking division until 2001. Mr. Whelan then formed Whelan & Co., a consulting firm which advises CEOs, boards and investors of emerging growth companies, on financing and strategic matters. During this time, Mr. Whelan served on several for-profit Boards of public and private companies and on the board of several non-profit organizations. In May 2011, Mr. Whelan joined the board of directors of Aspen Technology, Inc. (“**Aspen**”) and in early 2013, became Chairman of the board. Mr. Whelan also chairs Aspen’s Nominating and Corporate Governance Committee and serves as member of the Compensation Committee. Prior to joining Aspen’s board, Mr. Whelan also served as a Director of ARIAD Pharmaceuticals, Inc. between 2010 to 2014, serving as a member of the Audit and Compensation Committees, and Leerink Swann & Co. between 2002 and 2012, serving as member of the Audit Committee.

Mr. Whelan holds an MBA from Stanford University, with a concentration in Finance and Accounting, and a BA in History from Dartmouth College.

**Michael P. Muldowney** is the Chief Executive Officer of Foxford Capital, a strategic and advisory firm he founded in 2012. Prior to this position, Mr. Muldowney most recently held the position of Senior Managing Director and Chief Financial Officer of Gordon Brothers Group, an advisory, lending and investment firm from 2014 to 2018, serving on the four-person executive and investment committees. Under this role, Mr. Muldowney oversaw the Appraisal division, Finance, Corporate Development/Strategy, Human Capital, Information Technology and Facilities functions, and eventually led the successful majority investment in the company by Stone Point Capital in April 2018. Mr. Muldowney is currently a board member of Veritiv Corporation (“**Veritiv**”), a Fortune 500 company which is a business to business distributor of packaging, facility solutions, print and publishing products and services; and a provider of logistics and supply chain management solutions. Mr. Muldowney serves as Veritiv’s Chair of the Audit Committee and member of the Nominating and Governance Committees having previously served on the compensation and leadership development committee for 5 years.

Mr. Muldowney is a former Certified Public Accountant and holds a BA in Accounting from St. Ambrose University.

**Diane M. Ellis** is a veteran business leader with 35 years of experience serving successful public, Fortune 500 and private equity companies in the consumer retail businesses. Ms. Ellis has held various leadership roles during this time, including President of the Chico’s Brand (“**Chico’s**”) from 2016 to 2018, where she led a \$1.4B iconic retail brand with teams of 300+ in the corporate office and 10,000+ in the field, overseeing all aspects of the brand, merchandising, planning, allocation, digital, full price/outlet stores, and wholesale, while directing the Finance, HR and Marketing functions. Prior to her role at Chico’s, Ms. Ellis also served as CEO and President of The Limited from 2013 to 2016 and COO and President of Brooks Brothers from 2007 to 2013. Ms. Ellis is currently as a board member of Stage Stores, Inc., previously serving as Chair of the Governance Committee and currently a member of the Governance Committee and Audit Committee.

**Mark Dowley** is a business and marketing strategist and currently the Chairman of Art and Science Partners, a strategic marketing consultancy firm he founded in 2008. As Chairman of Art and Science Partners, Mr. Dowley works with various C-Suite clients at Fortune 500 companies, primarily advising on strategic brand planning, creative strategy and execution, brand acceleration and M&A work. In addition to his role at Art and Science Partners, Mr. Dowley is also a Senior Advisor to the Chairman at MacAndrew & Forbes, LLC (“**MacAndrew**”). Prior to his roles at Art and Science Partners and MacAndrew, Mr. Dowley held various senior leadership positions, including partner at William Morris Endeavor and Chairman and CEO of IPSEG, a division of The Interpublic Group of Companies and Vice Chairman of McCann-Erickson WorldGroup. Mr. Dowley also has private board experience.

Mr. Dowley is currently a trustee of the College of Wooster where he received a bachelor’s in business economics.

**Joy Chen** brings an extensive background in consumer goods, beauty, and health and wellness operations, having held senior leadership positions at several consumer companies including, Chairman and CEO of H2O+ Beauty and CEO of Yes To, Inc. As Chairman and CEO of H2O+ Beauty, Ms. Chen completed the turnaround of a global 30 year old premium skincare company, leading the company through substantial revenue growth and margin expansion. During this time, she made strategic shifts to its business model, which included transforming its retail and marketing strategy to online and digital. As CEO of Yes To, Inc., Ms. Chen led and scaled the company toward profitability, while significantly increasing revenue. Ms. Chen has served on various private company boards through her career and is currently a director for 18 Rabbits and Girls, Inc.

Ms. Chen holds an MBA from Harvard University and a Bachelor of Science in Business Administration from the University of California, Berkeley.

### **Penalties, Sanctions, Bankruptcies or Cease Trade Orders**

No director or executive officer of the Corporation is, as at the date of this Circular, or has been within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Corporation), that:

- (a) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer, or
- (b) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

No director or executive officer of the Corporation, nor a shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation:

- (a) is, as at the date of this Circular, or has been within 10 years before the date of this Circular, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) has, within 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

No director or executive officer of the Corporation has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

### **Conflicts of Interest**

The Corporation's directors and officers may serve as directors or officers, or may be associated with, other reporting companies, or have significant shareholdings in other public companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions, or ventures in which the Corporation may participate, the directors and officers of the Corporation may have a conflict of interest in negotiating and concluding terms respecting the transaction. If a conflict of interest arises, the Corporation will follow the provisions of the BCA dealing with conflict of interest. These provisions state that where a director has such a conflict, that director must, at a meeting of the Corporation's directors, disclose his or her interest and refrain from voting on the matter unless otherwise permitted by the BCA. In accordance with the laws of the Province of British Columbia, the directors and officers of the Corporation are required to act honestly, in good faith, and in the best interests of the Corporation.

## AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

National Instrument 52-110 – *Audit Committees* of the Canadian Securities Administrators (“NI 52-110”) requires the Corporation, as a venture issuer, to disclose annually in its management proxy circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth in the following:

### **The Audit Committee’s Charter**

The audit committee has a charter, a copy of which is attached as Schedule “A” to the Corporation’s annual information form for the financial year ended December 31, 2016, which was filed under the Corporation’s profile at [www.sedar.com](http://www.sedar.com) on September 20, 2017.

### **Composition of the Audit Committee**

The current members of the audit committee are Randy Maslow, Paul Rosen and Robert Petch. Mr. Rosen and Mr. Petch are the independent members of the audit committee as contemplated by NI 52-110. Mr. Maslow is a non-independent member of the audit committee as he is the President of the Corporation. All current audit committee members are considered to be financially literate.

The proposed members of the audit committee following the Meeting are Robert M. Whelan Jr., Michael P. Muldowney and Diane M. Ellis. Mr Whelan, Mr. Muldowney and Ms. Ellis will be independent members of the audit committee as contemplated by NI 52-110. All proposed audit committee members are considered to be financially literate.

An audit committee member is independent if the member has no direct or indirect material relationship with the Corporation that could, in the view of the Board, reasonably interfere with the exercise of a member’s independent judgment.

An audit committee member is financially literate if he has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that, within reason, could expect to be raised by the Corporation’s financial statements.

### **Relevant Education and Experience**

Each of the current and proposed members of the audit committee has adequate education and experience that is relevant to their performance as an audit committee member and, in particular, the requisite education and experience that have provided the member with:

- an understanding of the accounting principles used by the issuer to prepare its financial statements, and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the issuer’s financial statements, or experience actively supervising individuals engaged in such activities; and
- an understanding of internal controls and procedures for financial reporting.

### Current Members of the Audit Committee

**Randy Maslow** is a veteran technology industry entrepreneur, senior executive and attorney with more than 25 years' experience as General Counsel to rapidly growing companies in emerging industries. Mr. Maslow was Executive Vice President and General Counsel at one of the first online travel companies before joining the founding management team of the early nationwide internet service provider that became XO Communications, Inc., where he served as Senior Vice President for Business Development and General Counsel and as a member of the company's board of directors. Following the company's initial public offering in 1997, Mr. Maslow founded Electric Ventures, a New York-based angel investor network for start-up technology companies. In 2003, Mr. Maslow co-founded Internet Gaming Entertainment U.S. ("**IGE**"), where he served as Senior Vice President and General Counsel and as a board member. IGE pioneered the currency exchange business for virtual assets in multi-player online games and became a leading worldwide publisher of multi-player computer game content, with 400 employees in the U.S. and Asia and over US\$100 million in annual revenue.

Mr. Maslow is a graduate of Cornell University and the Rutgers University School of Law, where he received his J.D. with Honors and served as an editor of the law review. Prior to entering the tech industry, Mr. Maslow was an associate in the Florida offices of Greenberg Traurig LLP, and previously with the Philadelphia law firm White and Williams.

**Paul Rosen** was a founder of Pharma Can Capital Corporation (doing business as The Cronos Group) ("**Pharma Can**"), a publicly traded investment firm focused on investing in Canada's medical marijuana industry, where he served as President and CEO for three years. While CEO at Pharma Can, Paul executed the successful purchase of In The Zone Produce Ltd. ("**ITZ**"), a Canadian medical marijuana producer licensed by Health Canada, and he concurrently served as President and the Senior Person in Charge at ITZ. Prior to founding Pharma Can, Paul founded and served as CEO of Skypad Inc. ("**Skypad**"), a leading global contract manufacturer, and he currently serves as Skypad's Chairman.

Mr. Rosen is a member of the Law Society of Upper Canada and practiced constitutional law in Canada for several years. He received a B.A. in Economics from Western University in 1985 and an LLB from the University of Toronto in 1988.

**Robert Petch** has over 30 years of experience in management, strategic planning and financial analysis. With experience on both the buy-side and sell-side of the investment market. Mr. Petch worked for 15 years at Dresdner Kleinwort Benson advising companies on strategy, fundraising including IPOs where he led a number of successful issues, acquisitions (public and private), disposals and other market-related issues. More recently he spent 4 years assessing investment opportunities for a specialist AIM-listed private equity investment company (including in its structuring and launch) and a further 4 years advising a substantial family office (\$5 billion of asset under management) on its private equity and real estate portfolio before going independent in 2014. Mr. Petch is a Chartered Accountant, was educated at the Harrow School and earned an honours degree in Engineering Science from Oxford University.

### Proposed Members of the Audit Committee

Refer to "Election of Directors – Biographies of Proposed Nominees" for descriptions of the education and experience of the proposed members of the audit committee following the Meeting.

### **Audit Committee Oversight**

The audit committee has not made any recommendations to the Board to nominate or compensate any auditor since the commencement of the Corporation's most recently completed financial year, other than BDO Canada LLP ("**BDO**") or Marcum LLP, Accountants and Advisors ("**Marcum**").

## Reliance on Certain Exemptions

At no time has the Corporation relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis* Non-audit Services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

The Corporation is a “venture issuer” as defined in NI 52-110 and is relying on the exemptions in section 6.1 of NI 52-110 relating to Parts 3 (*Composition of the Audit Committee*) and 5 (*Reporting Obligations*).

## Pre-Approval Policies and Procedures

The audit committee has not adopted specific policies and procedures for the engagement of non-audit services, other than as set out in the audit committee charter.

## External Auditor Service Fees

The audit committee has reviewed the nature and amount of the non-audit services provided by BDO and Marcum to ensure auditor independence. Fees incurred with BDO and Marcum for audit and non-audit services in the last two fiscal years are outlined in the following table.

Nature of Services	Fees Paid to Marcum in Fiscal Year Ended December 31, 2018.	Fees Paid to BDO in Fiscal Year Ended December 31, 2018.	Fees Paid to BDO in Fiscal Year Ended December 31, 2017.
Audit Fees <sup>(1)</sup>	C\$1,031,709	C\$809,651	C\$686,100
Audit-Related Fees <sup>(2)</sup>	C\$612,958	C\$48,939	C\$184,678
Tax Fees <sup>(3)</sup>	Nil	C\$18,882	C\$38,700
All Other Fees <sup>(4)</sup>	Nil	Nil	C\$86,763
Total	C\$1,644,667	C\$877,472	C\$996,241

Notes:

- (1) “Audit Fees” include fees necessary to perform the annual audit and quarterly reviews of the Corporation’s consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) “Audit-Related Fees” include services normally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) “Tax Fees” include fees for all tax services other than those included in “Audit Fees” and “Audit-Related Fees”. This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) “All Other Fees” include all other non-audit services.

## CORPORATE GOVERNANCE

Corporate governance refers to the policies and structure of the board of directors of a company, whose members are elected by and are accountable to the shareholders of the company. Corporate governance encourages establishing a reasonable degree of independence of the board of directors from executive management and the adoption of policies to ensure the board of directors recognizes the principles of good management. The Board is committed to sound corporate governance practices as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision-making.

## Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Corporation. A “material relationship” is a relationship which could, in the view of the Board, be reasonably

expected to interfere with the exercise of a director's independent judgment or which is deemed to be a material relationship under NI 52-110.

Currently, the independent directors of the Corporation are Mr. Rosen and Mr. Petch and the non-independent directors are also officers of the Corporation, including: Hadley Ford, CEO; Randy Maslow, President; and Julius Kalcevich, CFO and Corporate Secretary.

Mr. Julius Kalcevich, Mr. Paul Rosen, Mr. Robert Petch and Mr. Robert Galvin are not standing for re-election at the meeting. Of the proposed directors of the Corporation, Mr. Whelan, Mr. Muldowney, Ms. Ellis, Mr. Dowley and Ms. Chen will be independent directors of the Corporation and the non-independent directors who are also officers of the Corporation will be: Hadley Ford, CEO; Randy Maslow, President and Elizabeth Stavola, CSO. If all of the proposed directors are elected at the Meeting, a majority of the Board will be independent.

### **Directorships**

The majority of the current directors of the Corporation are not also presently serving on boards of other reporting companies (or equivalent). However, Mr. Rosen is also serving on the board of Hill Street Beverage Company Inc. (TSX-V:BEER).

Half of the proposed directors of the Corporation are not also presently serving on boards of other reporting companies (or equivalent). Mr. Whelan is also serving on the Board of Aspen Technology, Inc., Mr. Muldowney is also serving on the Board of Veritiv Corporation, Ms. Ellis is also serving on the Board of Stage Stores, Inc. and Ms. Chen is also serving on the Board of 18 Rabbits and VibeChain Inc.

### **Orientation and Continuing Education**

When new directors are appointed, they receive orientation commensurate with their previous experience on the Corporation's properties and on the responsibilities of directors.

Board meetings may also include presentations by the Corporation's management and employees to give the directors additional insight into the Corporation's business.

### **Ethical Business Conduct**

The Board has found that the fiduciary duties placed on individual directors by the Corporation's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual directors' participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Corporation.

### **Nomination of Directors**

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Corporation, this policy will be reviewed. The Board recognizes the value of good governance and board members who can be good stewards for our shareholders. In choosing new members, the Board considers industry experience and a track record of success in the prospective Board member's career.

## Compensation

The Corporation has not yet established a compensation committee and to date, decisions regarding compensation for the directors have been made by the Board as a whole. Refer to “Oversight and description of director and NEO compensation – Compensation Review Process” for a discussion of the steps taken to determine the compensation of the CEO of the Corporation.

For further details see *STATEMENT OF EXECUTIVE COMPENSATION – VENTURE ISSUER* below.

## Other Board Committees

The Board has no committees other than the audit committee. Following the Meeting, the Corporation intends to adopt compensation, nominating and governance committees composed entirely of independent directors.

## Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and its audit committee.

## STATEMENT OF EXECUTIVE COMPENSATION – VENTURE ISSUER

The following information is provided as required under *Statement of Executive Compensation – Venture Issuer*, Form 51-102F6V (the “**F6V**”), as such form is defined in NI 51-102 and relates to the Corporation’s December 31, 2018 financial year end.

For the purposes of the F6V “**compensation securities**” includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the Corporation or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the Corporation or any of its subsidiaries.

All currency references in this F6V section are expressed in US Dollars unless otherwise specified. References to “C\$” are to Canadian dollars.

### *Named Executive Officer*

In this section “Named Executive Officer” (“**NEO**”) means any individual who, during the Corporation’s two most recently completed financial years ended December 31, 2017 and December 31, 2018 was:

- (a) each individual who, in respect of the Corporation, during any part of the most recently completed financial year, served as chief executive officer, including an individual performing functions similar to a chief executive officer (“**CEO**”);
- (b) each individual who, in respect of the Corporation, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to a chief financial officer (“**CFO**”);
- (c) in respect of the Corporation and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than C\$150,000 for that financial year; and
- (d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was not an executive officer of the Corporation or any of its subsidiaries, and was not acting in a similar capacity, at the end of the Corporation’s financial years ended December 31, 2017 and 2018.

For purposes of this Statement of Executive Compensation, the following are the NEOs: Hadley Ford, CEO and director; Randy Maslow, President and director; Julius Kalcevich, CFO and director; John Henderson, Chief Development Officer (“CDO”); and Carlos Perea, Former Chief Operations Officer (“COO”). The directors of the Corporation who are not also NEOs are: Paul Rosen, director and Robert Petch, director.

### Director and NEO compensation, excluding compensation securities

The following table sets forth all annual and long-term compensation for services paid to or earned by each of the NEOs and directors during the two most recent financial years ended December 31, 2017 and December 31, 2018. The Corporation used an exchange rate of C\$0.733 to report in USD currency.

Table of compensation excluding compensation securities							
Name and Principal Position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees <sup>(5)</sup> (\$)	Value of Perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Hadley Ford <sup>(1)</sup> CEO and Director	2018	150,000	243,865.29	Nil	Nil	Nil	393,865.29
	2017	150,000	126,000	Nil	Nil	Nil	276,000
Randy Maslow <sup>(2)</sup> President and Director	2018	150,000	247,115.37	Nil	Nil	Nil	397,115.37
	2017	150,000	180,650	Nil	Nil	Nil	330,650
Julius Kalcevich <sup>(5)</sup> CFO and Director	2018	131,940	161,260	Nil	Nil	7,200	293,200
	2017	144,294	77,080	Nil	Nil	Nil	221,374
John Henderson CDO	2018	172,115.37	125,000	Nil	Nil	Nil	297,115.37
	2017	150,000	126,000	Nil	Nil	Nil	276,000
Carlos Perea Former COO <sup>(6)</sup>	2018	172,115.37	200,000	Nil	Nil	Nil	372,115.37
	2017	71,093.75	50,000	Nil	Nil	Nil	121,093.75
Paul Rosen <sup>(2)</sup> Director	2018	Nil	Nil	23,456	Nil	Nil	23,456
	2017	Nil	Nil	10,791	Nil	Nil	10,791
Dr. Richard J. Boxer <sup>(3)</sup> Former Director	2018	Nil	Nil	23,456	Nil	Nil	23,456
	2017	Nil	Nil	20,426	Nil	Nil	20,426

Notes:

- (1) Mr. Ford was appointed CEO and director of the Corporation on August 12, 2016.
- (2) Messrs. Maslow and Rosen were appointed as directors of the Corporation on August 12, 2016.
- (3) Dr. Boxer was appointed as director of the Corporation on August 12, 2016 and resigned as director of the Corporation on February 5, 2019.
- (4) Executive officers that are also directors do not receive committee or meeting fees.
- (5) Mr. Kalcevich was appointed as director on August 12, 2016 and appointed CFO on October 24, 2016.
- (6) Mr. Perea served as COO from September 20, 2017 to February 12, 2019.

### Stock Options and Other Compensation Securities

The following table discloses the particulars of compensation securities granted to the NEOs and Directors in the financial year ended December 31, 2018.

Compensation Securities							
Name and position	Type of Compensation Security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry Date
Hadley Ford <sup>(1)</sup> CEO and Director	Options	150,000/2.09%	March 2, 2018	C\$3.56	C\$3.53	C\$5.50	March 2, 2028
Randy Maslow <sup>(2)</sup> President and Director	Options	150,000/2.09%	March 2, 2018	C\$3.56	C\$3.53	C\$5.50	March 2, 2028
Julius Kalcevich <sup>(3)</sup> CFO and Director	Options	150,000/2.09%	March 2, 2018	C\$3.56	C\$3.53	C\$5.50	March 2, 2028
John Henderson CDO	Options	50,000/0.70%	March 2, 2018	C\$3.56	C\$3.53	C\$5.50	March 2, 2028
Carlos Perea Former COO <sup>(5)</sup>	Options	100,000/1.39%	March 2, 2018	C\$3.56	C\$3.53	C\$5.50	March 2, 2028
Paul Rosen <sup>(6)</sup> Director	Options	50,000/0.70%	March 2, 2018	C\$3.56	C\$3.53	C\$5.50	March 2, 2028
		25,000/0.35%	December 7, 2018	C\$6.00	C\$5.75	C\$5.50	December 7, 2028
Dr. Richard J. Boxer <sup>(7)</sup> Former Director	Options	25,000/0.35%	March 2, 2018	C\$3.56	C\$3.53	C\$5.50	March 2, 2028
		25,000/0.35%	December 7, 2018	C\$6.00	C\$5.75	C\$5.50	December 7, 2028

Notes:

- (1) Mr. Ford holds 2,046,500 Shares and 2,108,175 options to purchase Shares.
- (2) Mr. Maslow holds 2,732,500 Shares and 1,941,711 options to purchase Shares.
- (3) Mr. Kalcevich holds 435,282 Shares and 1,602,022 options to purchase Shares.
- (4) Mr. Henderson holds 1,400,000 Shares and 433,000 options to purchase Shares.
- (5) Mr. Perea holds 830,000 options to purchase Shares.
- (6) Mr. Rosen holds 166,100 Shares and 150,000 options to purchase Shares.
- (7) Dr. Boxer holds 434,008 Shares and 275,000 options to purchase Shares.

### Exercise of Compensation Securities by NEOs and Directors

During the financial year ended December 31, 2018, no compensation securities were exercised by an NEO or director of the Corporation.

### Stock Option Plans and Other Incentive Plans

The Corporation has an Amended and Restated Omnibus Incentive Plan (the “**Omnibus Incentive Plan**”) dated October 15, 2018, which was approved by Shareholders at the Corporation’s annual general and special meeting held on November 26, 2018.

The following is a summary of the material provisions of the Omnibus Incentive Plan. This summary does not purport to be complete and is subject to, and qualified in its entirety by reference to, the provisions of the Omnibus Incentive Plan, a copy of which may be obtained upon request from the CFO and Corporate Secretary of the Corporation by email at: [info@ianthuscapital.com](mailto:info@ianthuscapital.com). A copy of the Omnibus Incentive Plan is also available on the Corporation’s website at <https://www.ianthus.com/investors/annual-meeting-materials/2019-shareholder-materials> and under the Corporation’s SEDAR profile at [www.sedar.com](http://www.sedar.com). Unless otherwise defined herein, all capitalized terms used herein will have the meanings ascribed to them in the Omnibus Incentive Plan.

#### *The Omnibus Incentive Plan*

The purpose of the Omnibus Incentive Plan is to attract, retain and reward those employees, directors and other individuals who are expected to contribute significantly to the success of the Corporation and its Affiliates, to

incentivize such individuals to perform at the highest level, to strengthen the mutuality of interests between such individuals and Shareholders and, in general, to further the best interests of the Corporation and its shareholders. The Omnibus Incentive Plan is intended to comply with Section 422 of the U.S. Internal Revenue Code of 1986, as amended (the “**Code**”), with respect to the U.S. Participants participating in the Omnibus Incentive Plan, if and when applicable, and is intended to provide for Awards which are excluded from the “salary deferral arrangement” rules in the ITA with respect to Canadian Employee Participants participating in the Omnibus Incentive Plan.

### *Eligibility*

Any employee, officer, director, Consultant or, subject to Applicable Law, other advisor of, or any other individual who provides Services to the Corporation or any Affiliate will be eligible to receive an Award under the Plan. Only eligible employees of the Corporation and its Affiliates (as determined in accordance with Section 422(b) of the Code (and Sections 424(e) and 424(f) of the Code with respect to Incentive Stock Options) in the case of employees who are U.S. Participants) are eligible to be granted Incentive Stock Options under the Plan and no Canadian Participant, other than a Canadian Employee Participant, will be eligible to be granted Deferred Stock Units under the Plan. Eligibility for the grant of Awards and actual participation in the Plan will be determined by the Committee.

### *Administration*

The Omnibus Incentive Plan will be administered by the Committee, in its discretion and subject to the terms of the Omnibus Incentive Plan and Applicable Law, the Committee will have full power and discretion to: (i) designate Participants; (ii) determine the type or types of Awards to be granted to each Participant under the Omnibus Incentive Plan; (iii) determine the number of Shares to be covered by (or with respect to which payments, rights, or other matters are to be calculated in connection with) any one or more of the Awards, including whether an Award will be a Canadian Award or a U.S. Award; (iv) authorize and approve the applicable form and determine the terms and conditions, not inconsistent with the terms of the Omnibus Incentive Plan, of any Award Agreement and Award granted hereunder (including the exercise price (if any), the exercise period, any termination provisions, any restriction or limitation, any vesting schedule or acceleration thereof, or any forfeiture restrictions or waiver thereof, regarding any Award and the Shares relating thereto, based on such factors, if any, as the Committee will determine); (v) determine whether, to what extent, and under what circumstances Awards may be settled or exercised in cash, Shares, other securities, or other Awards, or canceled, forfeited or suspended, and the method or methods by which Awards may be settled, exercised, canceled, forfeited or suspended; (vi) determine whether, to what extent, and under what circumstances cash, Shares, other securities, other Awards, and other amounts payable with respect to an Award under the Omnibus Incentive Plan will be deferred either automatically or at the election of the holder thereof or of the Committee, taking into consideration the requirements of Section 409A of the Code; (vii) determine whether to require a Participant, as a condition of the granting of any Award, to not sell or otherwise dispose of securities acquired pursuant to the exercise of an Award for a period of time as determined by the Committee following the date of the grant of such Award; (viii) determine whether an Option is an Incentive Stock Option or Non-Qualified Stock Option; (ix) interpret and administer the Omnibus Incentive Plan and any instrument or agreement relating to, or Award made under, the Omnibus Incentive Plan; (x) establish, amend, suspend or waive such rules and regulations and appoint such agents as it will deem appropriate for the proper administration of the Omnibus Incentive Plan; (xi) permit accelerated vesting or lapse of restrictions of any Award at any time; and (xii) make any other determination and take any other action that the Committee deems necessary or desirable for the administration of the Omnibus Incentive Plan.

The grant of each Award pursuant to the Omnibus Incentive Plan will be evidenced by an Award Agreement in substantially the form as may be approved by the Committee. Each such Award Agreement will include both terms and conditions as specifically provided for in the Omnibus Incentive Plan as well as such additional terms and conditions, in either case not inconsistent with the provisions of the Omnibus Incentive Plan, as the Committee will determine.

### *Options*

An Option is any right granted to a Participant under the Omnibus Incentive Plan allowing such Participant to purchase Shares at such price or prices and during such period or periods as the Committee shall determine, as set out in the applicable Award Agreement.

The Committee will be authorized to grant Options to Participants under the Omnibus Incentive Plan. Incentive Stock Options must be granted within ten years from the earlier of: (i) the date the Omnibus Incentive Plan was adopted by the Board (i.e., the Effective Date); or (ii) the date the Omnibus Incentive Plan is approved by the Corporation's shareholders. Each Award Agreement will separately designate whether the Option is an Incentive Stock Option or a Non-Qualified Stock Option, and will include the following terms and conditions and such additional terms and conditions, in either case not inconsistent with the provisions of the Omnibus Incentive Plan, as the Committee will determine, in its discretion.

The number and kind of Shares for which any Option may be granted will be determined by the Committee. Each Award Agreement will specify the exercise price per Share as determined by the Committee at the time the Option is granted; provided, however, that, except in the case of Substitute Awards, such exercise price will not be less than 100% (or not less than 110% in the case of an Incentive Stock Option granted to a 10% Shareholder) of the greater of: (i) the Fair Market Value of a Share on the date of grant of such Option; and (ii) the Fair Market Value of a Share on the trading day prior to the date of grant of such Option, which grant will occur after the close of the Exchange on the grant date.

Each Award Agreement will specify the term for which the Option thereunder is granted and will provide that such Option will expire at the end of such term; provided, however, that the term (measured from the grant date) of an Incentive Stock Option will not exceed ten years or five years for an Incentive Stock Option to a 10% Shareholder. If the term of an Option (other than an Incentive Stock Option) held by any Participant not subject to Section 409A of the Code would otherwise expire during, or within two business days of the expiration of a Blackout Period applicable to such Participant, then the term of such Option will be extended to the earlier of the end of such Blackout Period or, provided the Blackout Period has ended, the expiry date.

With the approval of the Committee, a Participant may elect to exercise an Option, in whole or in part, without payment of the aggregate Option Price due on such exercise by electing to receive Shares equal in value to the difference between the Option Price and the Fair Market Value on the date of exercise, computed in accordance with the Omnibus Incentive Plan.

### *Stock Appreciation Rights*

The Committee will be authorized to grant SARs to Participants under the Omnibus Incentive Plan. Each SAR will represent a right to receive, on exercise by the Participant, the excess of the Fair Market Value of one Share on the date of exercise over the base price of the SAR on the date of grant, or if granted in connection with an outstanding Option on the date of grant of the related Option, as specified by the Committee, which, except in the case of Substitute Awards, will not be less than the greater of: (i) the Fair Market Value of a Share on such date of grant of the SAR or the related Option, as the case may be; and (ii) the Fair Market Value of a Share on the trading day prior to such date of grant of the SAR or the related Option, as the case may be.

Each Award Agreement will specify whether a SAR is granted to a Participant as either a freestanding SAR or a tandem SAR.

Any tandem SAR related to an Option will be granted at the same time such Option is granted to the Participant. In the case of any tandem SAR related to any Option, the SAR or applicable portion thereof will not be exercisable until the related Option or applicable portion thereof is exercisable and will terminate and no longer be exercisable on the termination or exercise of the related Option, except that a SAR granted with

respect to less than the full number of Shares covered by a related Option will not be reduced until the exercise or termination of the related Option exceeds the number of Shares not covered by the SAR. Any Option related to any tandem SAR will no longer be exercisable to the extent the related SAR has been exercised.

A freestanding SAR will not have a term greater than ten years or, unless it is a Substitute Award, a base price less than 100% of the greater of: (i) the Fair Market Value of the Share on the date of grant; and (ii) the Fair Market Value of the Share on the trading day prior to the date of grant, which grant will occur after the close of the Exchange on the grant date. Notwithstanding the foregoing, if the term of a SAR held by any Participant not subject to Section 409A of the Code would otherwise expire during, or within two business days of the expiration of a Blackout Period applicable to such Participant, then the term of such SAR will be extended to the earlier of the end of such Blackout Period or, provided the Blackout Period has ended, the expiry date.

#### *Restricted Stock and Restricted Stock Units*

The Committee will be authorized to grant Awards of Restricted Stock and Restricted Stock Units to Participants under the Omnibus Incentive Plan.

Each Restricted Stock Unit will represent a right to receive a cash payment equal to the Fair Market Value of one Share or, as the Committee's discretion, one Share. Shares of Restricted Stock and Restricted Stock Units will be subject to such restrictions as the Committee may impose (including, without limitation, any limitation on the right to receive any dividend or Dividend Equivalent or other right), which restrictions may lapse separately or in combination at such time or times, in such installments or otherwise, as the Committee may deem appropriate.

#### *Deferred Stock Units*

The Committee will be authorized to grant Awards of Deferred Stock Units to Participants under the Omnibus Incentive Plan. Deferred Stock Units provide Participants with compensation opportunities which are compatible with the interests of the Corporation's shareholders, encourage a sense of ownership and reward significant achievements.

Deferred Stock Units will be settled on expiration of the deferral period specified for an Award of Deferred Stock Unit by the Committee (or, if permitted by the Committee, as elected by the Participant). In addition, Deferred Stock Units will be subject to such restrictions on transferability, risk of forfeiture and other restrictions, if any, as the Committee may impose, which restrictions may lapse at the expiration of the deferral period or at earlier specified times (including based on achievement of performance goals and/or future service requirements), separately or in combination, in installments or otherwise, and under such other circumstances as the Committee may determine at the date of grant or thereafter. Deferred Stock Units may be satisfied by delivery of a cash payment, Shares, other Awards, or a combination thereof, as determined by the Committee at the date of grant or thereafter.

The Committee may award Dividend Equivalents with respect to Awards of Deferred Stock Units. The entitlements on such Dividend Equivalents will not be available until the expiration of the deferral period for the Award of Deferred Stock Units.

#### *Performance Awards*

The Committee will be authorized to grant Performance Awards to Participants under the Omnibus Incentive Plan payable on the attainment of specific Performance Goals.

If the Performance Award is payable in shares of Restricted Stock, such shares will be transferable to the Participant only on attainment of the relevant Performance Goal. If the Performance Award is payable in cash,

it may be paid upon the attainment of the relevant Performance Goals either in cash or in shares of Restricted Stock (based on the then current Fair Market Value of such Shares), as determined by the Committee.

Subject to the applicable provisions of the Award Agreement and the Omnibus Incentive Plan, on a Participant's termination of Service for any reason during the Performance Period for a given Performance Award, the Performance Award in question will vest or be forfeited in accordance with the terms and conditions established by the Committee on the date of the grant of the Performance Award. Based on Service, performance and/or such other factors or criteria, if any, as the Committee may determine, the Committee may, at or after grant, due to such Service, performance and/or such other factors or criteria relating to the Participant's performance to date accelerate on a pro rata basis the vesting of all or any part of any Performance Award.

When and if Performance Awards become payable, a Participant having received the grant of such units will be entitled to receive payment from the Corporation in settlement of such units in cash, Shares of equivalent value (based on the Fair Market Value, subject to Applicable Law), in some combination thereof, or in any other form determined by the Committee.

#### *Other Stock Based Awards*

The Committee will be authorized, subject to limitations under Applicable Law, to grant to Participants such other Awards that may be denominated or payable in, valued in whole or in part by reference to, or otherwise based on, or related to, Shares or factors that may influence the value of Shares, including, without limitation, convertible or exchangeable debt securities, other rights convertible or exchangeable into Shares, purchase rights for Shares, Awards with value and payment contingent on performance of the Corporation or business units thereof, Shares awarded purely as a bonus and not subject to restrictions or conditions, or any other factors designated by the Committee.

#### *Insider Limitations*

Subject to the terms of the Omnibus Incentive Plan and unless permitted by Applicable Law, the Corporation will not grant Awards under the Omnibus Incentive Plan to an employee or Consultant of the Corporation who is an investor relations person of the Corporation, an Associated Consultant of the Corporation, an Executive Officer of the Corporation, a director of the Corporation, or a Permitted Assign of those persons if, after the distribution, (a) the number of securities, calculated on a fully diluted basis, reserved for issuance under any Security Based Compensation Arrangement granted to (i) Related Persons, exceeds 10% of the outstanding securities of the Corporation, or (ii) a Related Person, exceeds 5% of the outstanding securities of the Corporation, or (b) the number of securities, calculated on a fully diluted basis, issued within 12 months to (i) Related Persons, exceeds 10% of the outstanding securities of the Corporation, or (ii) a Related Person and the Associates of the Related Person, exceeds 5% of the outstanding securities of the Corporation.

#### *Effect of Termination of Service on Awards*

The Committee may specify the circumstances in which Awards will be exercised, vested, paid or forfeited in the event a participant ceases to provide service to the Corporation or any Affiliate prior to the end of a performance period or exercise or settlement of such Award. If no such circumstances are specified in the terms of an Award Agreement for a participant, the following terms will apply:

- (a) if a participant resigns their office or employment, or the employment of a participant is terminated, or a participant's contract as a consultant terminates, only the portion of the Awards (except for Deferred Stock Units granted to Canadian Employee Participants) that has vested and is exercisable at the date of any such resignation or termination may be exercised by the participant during the period ending 30 days after the date of resignation or termination, as applicable, after which period all Awards expire;

- (b) if a participant resigns their office or employment, or the employment of a participant is terminated, or a participant's contract as a consultant terminates, the portion of the Awards (except for Deferred Stock Units granted to Canadian Employee Participants) that has not vested and is not exercisable at the date of any such resignation will expire on the date of any such resignation or termination;
- (c) any Awards (except Deferred Stock Units), whether vested or unvested, will expire immediately upon the participant being dismissed from their office or employment for cause or on a participant's contract as a consultant being terminated before its normal termination date for cause, including where a participant resigns their office or employment or terminates their contract as a consultant after being requested to do so by the Corporation as an alternative to being dismissed or terminated by the Corporation for cause.

#### *Changes in Control*

Except as otherwise provided in an Award Agreement, the occurrence of a Change in Control will not result in the vesting of unvested Awards nor the lapse of any period of restriction pertaining to any Restricted Stock or Restricted Stock Units (“**Unvested Awards**”). For the period of 24 months following a Change in Control, where a Participant's employment or term of office or engagement is terminated for any reason, other than for cause: (i) any Unvested Awards as at the date of such termination will be deemed to have vested, and any period of restriction will be deemed to have lapsed, as at the date of such termination and will become payable as at the date of termination; and (ii) the level of achievement of Performance Goals for any Unvested Awards that are deemed to have vested pursuant to (i) above, will be based on the actual performance achieved at the end of the applicable period immediately prior to the date of termination. Subject to certain restrictions as set out in the Omnibus Incentive Plan, notwithstanding the above, no cancellation, acceleration of vesting, lapsing of restrictions, payment of an Award, cash settlement or other payment will occur with respect to any Award if the Committee reasonably determines in good faith in connection with a Change in Control that such Award will be honoured or assumed, or new rights substituted therefor by any successor to the Corporation or an Affiliate.

#### *Amendments and Termination*

Unless required by Applicable Law, the Committee may amend, alter, suspend, discontinue or terminate the Omnibus Incentive Plan and any outstanding Awards granted thereunder, in whole or in part, at any time without notice to or approval by the Shareholders of the Corporation, for any purpose whatsoever, provided that where the such amendment relates to any outstanding Award and it would (i) materially decrease the rights or benefits accruing to the holder of an Award; and (ii) materially increase the obligations of the holder of an Award, then, unless otherwise excepted out by a provision of the Plan, the Committee must also obtain the written consent of the holder of such Award in question to such amendment.

#### *Term of the Omnibus Incentive Plan*

The term of the Omnibus Incentive Plan is ten years from the Effective Date. However, unless otherwise expressly provided in the Omnibus Incentive Plan or in an applicable Award Agreement, any Award granted prior to the date that is ten years from the Effective Date may extend beyond such date, and the authority of the Committee to amend, alter, adjust, suspend, discontinue, or terminate any such Award, or to waive any conditions or rights under any such Award, and the authority of the Board to amend the Plan, will extend beyond such date.

#### *Withholding Tax*

The Corporation or any Affiliate shall have the authority and the right to deduct or withhold, or require a Participant to remit to the Corporation or Affiliate, an amount sufficient to satisfy federal, provincial, state, local

and foreign taxes required by law to be withheld with respect to any taxable event concerning a Participant arising as a result of the Omnibus Incentive Plan.

#### *Certain U.S. Federal Income Tax Consequences of the Omnibus Incentive Plan*

The following is a summary of certain U.S. federal income tax consequences associated with Awards granted under the Omnibus Incentive Plan. This summary does not purport to cover U.S. federal employment tax or other U.S. federal tax consequences that may be associated with the Omnibus Incentive Plan, nor does it cover state, local or non-U.S. taxes, except as may be specifically noted.

#### **Stock Options (other than Incentive Stock Options)**

In general, a Participant subject to U.S. income tax has no taxable income upon the grant of a Non-Qualified Stock Option, but realizes income in connection with the exercise of the Non-Qualified Stock Option in an amount equal to the excess (at the time of exercise) of the Fair Market Value of the Shares acquired upon exercise over the exercise price. A corresponding deduction is generally available to the Corporation. Upon a subsequent sale or exchange of the Shares, any recognized gain or loss is treated as a capital gain or loss for which the Corporation is not entitled to a deduction.

#### **Incentive Stock Options**

In general, a Participant subject to U.S. income tax realizes no taxable income upon the grant or exercise of an Incentive Stock Option. However, the exercise of an Incentive Stock Option may result in an alternative minimum tax liability to the Participant. With some exceptions, a disposition of Shares purchased pursuant to an Incentive Stock Option within two years from the date of grant or within one year after exercise produces ordinary income to the Participant (and generally a deduction to the Corporation) equal to the value of the Shares at the time of exercise less the exercise price. Any additional gain recognized in the disposition is treated as a capital gain for which the Corporation is not entitled to a deduction. If the Participant does not dispose of the Shares until after the expiration of these one and two-year holding periods, any gain or loss recognized upon a subsequent sale of shares purchased pursuant to an Incentive Stock Option is treated as a long-term capital gain or loss for which the Corporation is not entitled to a deduction.

#### **Restricted Stock**

In general, the grant of Restricted Stock does not itself result in taxable income. Instead, the Participant subject to U.S. income tax is taxed on the Fair Market Value of the Restricted Stock that vests on a vesting date. The exception to this tax rule is the situation where the Participant voluntarily makes an election under Section 83(b) of the Code, within 30 days of the grant date, to be taxed on the entire Fair Market Value of the Shares on the date of the grant. Once the long-term capital gains holding period of one year after the date of the Shares are taxed is satisfied, the Participant is entitled to favorable U.S. capital gains tax instead of ordinary income tax.

#### **Restricted Stock Units**

The grant of a Restricted Stock Unit does not itself generally result in taxable income. Instead, the Participant subject to U.S. income tax is taxed upon vesting and settlement (and a corresponding deduction is generally available to the Corporation), unless he or she has made a proper election to defer receipt of the Shares (or defer receipt of cash if the award is cash settled) under Section 409A of the Code. If the Shares delivered are restricted for tax purposes, the Participant will instead be subject to the rules described above for Restricted Stock.

## **Certain Change of Control Payments**

Under Section 280G of the Code, the vesting or accelerated exercisability of Options or the vesting and payments of other Awards in connection with a change in control of a corporation may be required to be valued and taken into account in determining whether Participants have received compensatory payments, contingent on the change in control, in excess of certain limits. If these limits are exceeded, a substantial portion of amounts payable to the Participant, including income recognized by reason of the grant, vesting or exercise of awards may be subject to an additional 20% federal tax and may be non-deductible to the Corporation.

## **Employment, consulting and management agreements**

Other as set out herein, the Corporation has no agreements or arrangements under which compensation was provided during the most recently completed financial year or is payable in respect of services provided to the Corporation or any of its subsidiaries that were performed by a director or NEO.

## **Oversight and description of director and NEO compensation**

### *Compensation Review Process*

The Board determines the compensation of its executive officers. In determining compensation, the Board considers industry standards and financial situation but does not currently have any formal objectives or criteria. The Board informally monitors the performance of each executive officer keeping in mind the business strengths of the individual and the purpose of their appointment as an officer. Compensation for senior executives is determined and approved annually by the Board. In the case of compensation for the senior executives who are on the Board, the two independent members of the Board must approve their plan for the year.

The Corporation does not have a compensation committee. The Board has not adopted any specific policies or practices to determine the compensation for the Corporation's directors and executive officers other than as disclosed above.

### *Risk Management*

The Board has not considered the implications of the risks associated with the Corporation's compensation policies and practices.

The Corporation has not adopted a policy that forbids directors or officers from purchasing financial instruments designed to hedge or offset a decrease in market value of the Corporation's securities granted as compensation or held, directly or indirectly, by directors or officers. The Corporation is not, however, aware of any of its directors or officers having entered into this type of transaction.

### *Elements of Executive Compensation Program*

The Corporation's compensation program consists of the following elements:

- (a) base salary or consulting fees;
- (b) bonus payments; and
- (c) equity participation through the Omnibus Incentive Plan.

### *Base Salary or Consulting Fees*

Base salary ranges for NEOs were initially determined upon review of salaries paid by other companies that are comparable in size to the Corporation.

In determining the base salary of a NEO, the Board considers the following factors:

- (a) the particular responsibilities related to the position;
- (b) salaries paid by other companies in the same industry, which were similar in size and stage of development as the Corporation;

- (c) the experience level of the NEO;
- (d) the amount of time and commitment which the NEO devotes to the Corporation; and
- (e) the NEO's overall performance and performance in relation to the achievement of corporate milestones and objectives.

*Bonus Payments*

Each of the NEOs, as well as all employees, are eligible for an annual bonus, payable in cash or through option-based compensation. The amount paid is based on the Board's assessment of the Corporation's performance for the year. Factors considered in determining bonus amounts include individual performance, financial criteria (such as cash management and share price performance) and operational criteria (such as significant acquisitions of licensed cannabis operations and the attainment of corporate milestones).

The Corporation awarded bonuses to certain NEOs and employees during its financial year ended December 31, 2017 and December 31, 2018 as disclosed in the compensation table above.

*Equity Participation*

The Corporation currently offers equity participation in the Corporation through its Omnibus Incentive Plan.

*Executive Compensation*

Except for the grant of Awards to NEOs, there are no arrangements under which NEOs were compensated by the Corporation during the two most recently completed financial years for their services in their capacity as NEOs, directors or consultants.

*Director Compensation*

Except for C\$5,000 in person per board meeting and C\$3,000 for a telephonic board meeting paid to non-executive directors in their capacity as directors, the independent directors receive no cash compensation for acting in their capacity as directors of the Corporation. Except for the grant of Awards to directors, there are no arrangements under which directors were compensated by the Corporation during the two most recently completed financial years for their services in their capacity as directors.

**Pension Disclosure**

The Corporation does not have in place any deferred compensation plan or pension plan that provides for payments or benefits at, following or in connection with retirement.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out the Corporation's equity compensation plan information as at December 31, 2018.

### Equity Compensation Plan Information

Plan	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders:	7,171,250	C\$3.50	7,661,343
<i>Omnibus Incentive Plan</i>			
<i>Stock Options</i>	4,854,750	C\$4.28	7,661,343
<i>Stock Options (under predecessor ICM Plan)<sup>(1)</sup></i>	1,200,000	C\$1.54	Nil
<i>Class A Options<sup>(2)</sup></i>	1,125,500	C\$2.25	Nil
Equity compensation plans not approved by securityholders:	N/A	N/A	N/A
Total	7,171,250	C\$3.50	7,661,343

Notes:

- (1) Stock options issued under the historical plan implemented by iAnthus Capital Management, LLC, a Delaware limited liability company acquired by the Corporation through a reverse takeover arrangement on August 15, 2016.
- (2) Now exercisable into Shares.

## INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Other than as disclosed below, no directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other management of the Corporation were indebted to the Corporation as at the date hereof.

### Aggregate Indebtedness

AGGREGATE INDEBTEDNESS (C\$)		
Purpose	To the Corporation or its subsidiaries	To Another Entity
(a)	(b)	(c)
Share purchases	Nil	Nil
Other	C\$1,000,000 <sup>(1)</sup>	Nil

Note:

- (1) Mr. Ford has entered into two separate C\$500,000 loans with the Corporation.

## INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of management of the Corporation, no informed person or nominee for election as a director of the Corporation or any associate or affiliate of any informed person or proposed director had any interest in any transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries during the year ended December 31, 2018, or has any interest in any material transaction in the current year other than as set out herein or as disclosed in "Note 17. *Related Party Transactions*" in the Corporation's Annual Financial Statements for the financial year ended December 31, 2018; and in "Transactions with Related Parties," pages 37 to 38 of the related management discussion and analysis, both of which were filed under the Corporation's profile on April 12, 2019 at [www.sedar.com](http://www.sedar.com). For information subsequent to the Corporation's financial year end, see "Note 16. *Related Party Transactions*" (page 22) in the Corporation's interim financial statements for the six month financial period ended June 30, 2019; and in

“*Transactions with Related Parties*” pages 16-17 of the related management discussion and analysis, both of which were filed under the Corporation’s profile on August 26, 2019 at [www.sedar.com](http://www.sedar.com).

### **APPOINTMENT OF AUDITORS**

Marcum LLP, Accountants and Advisors, located at 750, 3<sup>rd</sup> Avenue, 11<sup>th</sup> Floor, New York, NY, 10017, USA, was appointed as auditors of the Corporation on August 10, 2018.

### **MANAGEMENT CONTRACTS**

There are no management functions of the Corporation, which are to any substantial degree performed by a person or company other than the directors or senior officers of the Corporation.

### **PARTICULARS OF MATTERS TO BE ACTED UPON**

1. Presentation of Corporation’s audited Annual Financial Statements for the financial year ended December 31, 2018 (see p. 7);
2. Election of Directors by the Shareholders (see p. 8);
3. Appointment of Auditors (see p. 28); and
4. Elimination of the Corporation’s Class A Shares (see p. 28).

### **Elimination of the Corporation’s Class A Convertible Restricted Voting Shares**

The Corporation is currently authorized to issue an unlimited number of Shares and an unlimited number of Class A Shares. Both the Shares and the Class A Shares are without par value and carry the right to one vote each, with the exception that the Class A Shares are subject to certain limitations that were intended to mitigate the risk of loss of the Corporation’s foreign private issuer status. For example, the Class A Shares carry no entitlement to vote for the election of directors of the Corporation, and there are certain limitations on the number of Class A Shares that could be converted at the election of the holders of Class A Shares into the underlying Shares at any particular time.

The restrictions attaching to the Class A Shares were implemented at a time when it was critical to ensure that the Corporation’s resources were devoted to advancing the Corporation’s strategic plan and growing its business, and not to managing the increase in the Corporation’s administrative burden and regulatory costs that would have accompanied premature loss of foreign private issuer status.

As of June 28, 2019, (being the last business day of its second fiscal quarter), the Corporation ceased to qualify as a foreign private issuer for U.S. federal securities law purposes. Given the loss of the Corporation’s foreign private issuer status, there is no need to maintain any outstanding Class A Shares. Accordingly, the Board resolved to authorize the Corporation to exercise its right to convert all outstanding Class A Shares into Shares, on a one-for-one basis.

On September 24, 2019, all issued and outstanding Class A Shares were cancelled, and each registered holder of Class A Shares was entered in the register of Shareholders as the holder of an equal number of Shares. As of the date of the Meeting, there will be no Class A Shares issued and outstanding.

The Board has determined, in order to simplify the capital structure of the Corporation, that it is in the best interest of the Corporation to amend its articles and notice of articles to eliminate the Class A Shares.

At the Meeting, Shareholders will be asked to pass a special resolution (the “**Amendment Resolution**”), the full text of which is set out in Schedule “A” to this Circular, approving the amendments to the Corporation’s articles and notice of articles in order to eliminate the Class A Shares.

**THE BOARD UNANIMOUSLY RECOMMENDS THAT THE SHAREHOLDERS VOTE FOR THE AMENDMENT RESOLUTION. IT IS INTENDED THAT THE SHARES REPRESENTED BY PROXIES IN FAVOUR OF MANAGEMENT NOMINEES WILL BE VOTED IN FAVOUR OF THE AMENDMENT RESOLUTION, IN THE ABSENCE OF DIRECTION TO THE CONTRARY FROM THE SHAREHOLDER APPOINTING THEM. AN AFFIRMATIVE VOTE OF 66 2/3% OF THE VOTES CAST BY SHAREHOLDERS AT THE MEETING IS SUFFICIENT FOR APPROVAL OF THE AMENDMENT RESOLUTION.**

#### **ADDITIONAL INFORMATION**

Additional information relating to the Corporation is included in the audited financial statements for the year ended December 31, 2018. Copies of the Corporation’s financial materials are available upon request from the CFO and Corporate Secretary of the Corporation at Suite 2740, 22 Adelaide Street West, Toronto, Ontario, Canada M5H 4E3 Tel: (416) 591-1525, or by email at: [info@ianthuscapital.com](mailto:info@ianthuscapital.com). Copies of these documents and additional information are also available on the Corporation’s website at <https://www.ianthus.com/investors/annual-meeting-materials/2019-shareholder-materials> and under the Corporation’s SEDAR profile at [www.sedar.com](http://www.sedar.com).

#### **OTHER MATTERS**

The Board is not aware of any other matters which it anticipates will come before the Meeting as of the date of mailing of this Management Proxy Circular.

#### **DIRECTORS’ APPROVAL**

The contents of this management proxy circular and its distribution to shareholders have been approved by the Board.

**DATED** at Vancouver, British Columbia, this 21<sup>st</sup> day of October, 2019.

#### **THE BOARD OF DIRECTORS**

*“Hadley Ford”*

**Hadley Ford**  
**Chief Executive Officer**

## SCHEDULE "A"

to the Management Proxy Circular of

**iANTHUS CAPITAL HOLDINGS, INC.**  
(the "Corporation")

### FULL TEXT OF AMENDMENT RESOLUTION

#### **Elimination of the Corporation's Class A Convertible Restricted Voting Shares**

**WHEREAS** the board of directors of the Corporation (the "**Board**") has determined that it is in the Corporation's best interest to alter the Corporation's Articles and Notice of Articles to eliminate the Class A Convertible Restricted Voting Shares without par value, of which none are allotted or issued, as described in the Management Proxy Circular of the Corporation dated October 21, 2019 (the "**Circular**"), and in the form which is posted together with the Circular on the Corporation's website at <https://www.ianthus.com/investors/annual-meeting-materials/2019-shareholder-materials> and under the Corporation's SEDAR profile at [www.sedar.com](http://www.sedar.com), is in the best interests of the Corporation and its shareholders;

**AND WHEREAS** such alterations to the Articles and Notice of Articles of the Corporation shall not take effect until: (a) the minutes of the meeting of shareholders passing these special resolutions are signed and received for deposit at the Corporation's records office, (b) the Notice of Alteration is electronically filed with the B.C. Registrar of Companies, and (c) the Notice of Articles is altered to reflect the alterations set out in these resolutions,

#### **"IT IS RESOLVED AS A SPECIAL RESOLUTION OF THE SHAREHOLDERS THAT:**

1. The authorized share structure of the Corporation be altered by eliminating all of the authorized Class A Convertible Restricted Voting Shares without par value (the "**Class A Shares**"), of which none are allotted or issued.
2. The special rights and restrictions attached to the Class A Shares be deleted in their entirety and the Articles of the Corporation be altered by cancelling the existing Part 27.
3. Notwithstanding that this resolution has been duly passed by the shareholders of the Corporation, the Board may revoke such resolution at any time before it is effected without further action by the shareholders.
4. Any officer or director of the Corporation is hereby authorized and directed, for and on behalf of the Corporation, to execute and deliver, under corporate seal or otherwise, all documents and instruments and take such other actions as such director or officer may determine to be necessary or desirable to give implement this resolution and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of any such documents or instruments and the taking of any such actions."

[End of Schedule "A"]



**QUESTIONS MAY BE DIRECTED TO THE  
PROXY SOLICITATION AGENT**



**North America Toll Free  
1-877-452-7184**

**Collect Calls outside North America  
1-416-304-0211**

**Email: [assistance@laurelhill.com](mailto:assistance@laurelhill.com)**